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12 Proposed Attorneys for Jonathan D. King
as Chapter 11 Trustee

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

15

|| In re:

16 ZETTA JET USA, INC., a California
17 corporation,

18 ||| Debtor.

Lead Case No.: 2:17-bk-21386-SK

Chapter 11

Jointly Administered With:
Case No.: 2:17-bk-21387-SK

20

21 ZETTA JET PTE, LTD., a Singaporean corporation,

Debtor.

**CHAPTER 11 TRUSTEE'S
APPLICATION TO EMPLOY DLA
PIPER LLP (US) AS BANKRUPTCY
COUNSEL PURSUANT TO SECTION
327(a) OF THE BANKRUPTCY CODE
AND BANKRUPTCY RULE 2014,
EFFECTIVE AS OF OCTOBER 5, 2017;
DECLARATION OF JOHN K. LYONS
IN SUPPORT THEREOF**

24 Affects Both Debtors

25 Affects Zetta Jet USA, Inc., a
California corporation, only

26 Affects Zetta Jet PTE, Ltd., a
Singaporean corporation, only

[No Hearing Required – Local Bankruptcy Rule 2014-1(b)]

1 **TO THE HONORABLE SANDRA R. KLEIN, UNITED STATES BANKRUPTCY
2 JUDGE, THE UNITED STATES TRUSTEE, COUNSEL TO THE OFFICIAL
3 COMMITTEE OF UNSECURED CREDITORS, AND PARTIES REQUESTING
SPECIAL NOTICE:**

4 Jonathan D. King, in his capacity as the chapter 11 trustee appointed in these cases (the
5 “Chapter 11 Trustee”), hereby applies (the “Application”) to this Court for an order, pursuant to
6 11 U.S.C. §§ 327(a), and 328 of title 11 of the United States Code (the “Bankruptcy Code”),
7 Rules 2014 and 6003(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”),
8 and Rule 2014-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the
9 Central District of California (the “Local Bankruptcy Rules”), authorizing the Chapter 11
10 Trustee’s retention and employment of DLA Piper LLP (US) (“DLA Piper” or the “Firm”) as
11 bankruptcy counsel in connection with the chapter 11 cases (the “Chapter 11 Cases”) of the
12 above-captioned debtors (together, the “Debtors”), effective as of October 5, 2017, which is the
13 date that the Chapter 11 Trustee was appointed and retained DLA Piper, upon the terms and
14 conditions described below. In support of this Application, the Chapter 11 Trustee relies upon the
15 attached *Declaration of John K. Lyons* (the “Lyons Declaration”), which is incorporated herein by
16 reference. In further support of this Application, the Chapter 11 Trustee respectfully states as
17 follows:

18 **I. STATUS OF CASE AND JURISDICTION**

19 1. The Debtors commenced these Chapter 11 Cases by filing voluntary petitions for
20 relief under title 11 of the Bankruptcy Code on September 15, 2017 (the “Petition Date”).

21 2. On September 29, 2017, the court entered an *Order Granting Debtors’ Emergency
Motion to Approve Stipulation for Appointment of Chapter 11 Trustee Pursuant to § 1104*
22 [Docket No. 120] (the “Trustee Appointment Order”). On October 5, 2017, the U.S. Trustee filed
23 a *Notice of Appointment of Chapter 11 Trustee*, including that the U.S. Trustee had appointed
24 Jonathan D. King as the Chapter 11 Trustee in these cases [Docket No. 155]. The Court approved
25 the appointment of the Chapter 11 Trustee that same day [Docket No. 159].

26 3. On October 12, 2017, the Office of the United States Trustee (the “U.S. Trustee”)
27 appointed an official committee of unsecured creditors (the “Committee”).

1 4. This Court has jurisdiction over this case, the Debtors' estates, and this matter
2 pursuant to 28 U.S.C. §§ 1334(a), 1334(b), and 1334(e). This matter is a core proceeding within
3 the meaning of 28 U.S.C. § 157. Venue of these cases and these proceedings in this District is
4 proper pursuant to 28 U.S.C. §§ 1408 and 1409. The basis for the relief requested herein are
5 sections 327(a), and 328 of the Bankruptcy Code, Bankruptcy Rules 2014 and 6003(a), and Local
6 Bankruptcy Rule 2014-1.

7 **II. STATEMENT OF FACTS¹**

8 A. **Overview of the Debtors' Business**

9 5. The Debtors are a global leader in private flight operations for domestic and
10 international business and luxury travel. The Debtors service routes domestically across the
11 United States and globally to Europe, Asia, Australia, Africa, the Middle East, and North and
12 South America, with ultra-long range intercontinental capabilities across the Pacific Rim. The
13 Debtors provide the highest luxury travel to A-list celebrities and an ultra-wealthy clientele base.

14 6. Zetta Jet PTE, Ltd. (“Zetta Jet PTE”) is the parent and sole shareholder of Zetta Jet
15 USA, Inc. (“Zetta Jet USA,” and together with Zetta Jet PTE, “Zetta Jet”). Zetta Jet USA has its
16 main office and hangar base in Burbank, California, and Zetta Jet PTE has its main office in
17 Singapore although management is in Burbank, California. Books and records of the Debtors are
18 located in Singapore and in Burbank, California.

19 7. As listed in connection with Zetta Jet USA’s Federal Aviation Administration
20 (“FAA”) Part 135 Air Carrier and Operator Certificate, the Debtors own, lease, and/or operate a
21 fleet of 18 aircrafts, including 14 Bombardier dual-engine jet aircraft, consisting of six Global
22 6000 jets, three Global 5000 jets, three Global Express jets, one Global XRS jet, and one
23 Challenger 650 jet, as well as three G-IV jets, and one G-IV-450 jet. These state-of-the-art
24 Bombardier jets are equipped with the fastest in-flight Wi-Fi available, whisper-quiet cabins, and
25 curated with the finest amenities. The Debtors’ fleet of leased and owned aircraft is operated by

26

¹ The Chapter 11 Trustee is in the midst of his diligence efforts in connection with the Debtors' business and
27 financial affairs. The information contained in this statement of facts is based upon information publicly available
28 and previously presented to this Court, some of which has not yet been verified by the Chapter 11 Trustee. The
Chapter 11 Trustee reserves all rights to modify, correct, and supplement any information contained in this statement
of facts.

1 the highest level of professional pilots and crews within the private airline industry.

2 8. Together, the Debtors work as a joint enterprise in global luxury and business
3 travel with network links in key cities across the globe, including Moscow, Los Angeles, New
4 York City, London, Beijing, and Shanghai.

5 9. The Trustee has not yet determined the extent of any liens and security interests
6 encumbering the Debtors' assets, including revenue.

7 10. Zetta Jet PTE was established in August 2015. In December 2016, Zetta Jet PTE
8 announced the merger/acquisition of Zetta Jet USA's predecessor in interest, Advanced Air
9 Management, Inc., a California corporation, and Asia Aviation Company PTE, Ltd., a
10 Singaporean company, which gave rise to the Zetta Jet of today. Zetta Jet provides the ultimate in
11 bespoke luxury experience to a discerning clientele of ultra-high-net-worth individuals across the
12 globe. Zetta Jet has enjoyed phenomenal growth over the past two years, in large part due to high
13 client satisfaction, customer word-of-mouth, and high-profile advertising, including advertising
14 on the ring-ropes of the recent Mayweather-McGregor boxing match.

15 11. The Debtors have the highest safety ratings and credentials from major aero-safety
16 rating agencies, including Wingman and ARG/US Air Charter. The Debtors are certified by the
17 International Business Aviation Council and are a member of Air Charter Safety Foundation.
18 Pursuant to Title 14 of the Code of Federal Regulations, Part 135, Zetta Jet USA holds an Air
19 Carrier Certificate issued by the FAA to conduct domestic and international charter flights. All
20 domestic and international air charter operations of Zetta Jet PTE and Zetta Jet USA are
21 conducted under the Air Carrier Certificate issued by the FAA to Zetta Jet USA.

22 **B. Events Leading Up to Chapter 11 Filing**

23 12. In August 2017, the Debtors' management learned that one of its officers,
24 Geoffrey Cassidy (who has since been removed from office), was engaged in what the Debtors
25 allege to be fraud, embezzlement, breaches of fiduciary duty, defalcation, and self-dealing at a
26 loss of millions of dollars to the Debtors. On August 17, 2017, the Debtors held a special board
27 meeting and removed Mr. Cassidy and his wife from their respective positions as directors with
28 the Debtors, and appointed Michael Maher as the Debtors' new Chief Executive Officer and

1 President. At a special board meeting held on September 5, 2017, the board of directors
2 authorized Mr. Maher to explore bankruptcy options and file bankruptcy cases for the Debtors.

3 13. The Debtors believe that Mr. Cassidy did not simply loot the Debtors' coffers but
4 also entered into several contracts on behalf of the Debtors that were detrimental to the Debtors
5 (many of which the Debtors suspect involved kickbacks to Mr. Cassidy and secretive self-
6 dealing).

7 14. The Debtors took the alleged fraud by Mr. Cassidy very seriously and began an
8 internal legal investigation and forensic accounting analysis prepetition. As a result, on
9 September 8, 2017, the Debtors filed a federal civil lawsuit against Mr. Cassidy and his
10 investment company in the United States District Court 28 for the Central District of California,
11 bearing case number 2:17-cv-06648-JAK-GJS (the "District Court Lawsuit"). By way of the
12 District Court Lawsuit, the Debtors allege that Mr. Cassidy engaged in self-dealing, fraud,
13 embezzlement and enriched himself by, among other unlawful activities, (i) using company funds
14 to purchase and/or renovate personal property including two yachts and related items valued
15 conservatively between \$3 million USD and \$10 million USD; (ii) purchasing and renovating real
16 property, including homes in France and Singapore; (iii) purchasing at least three luxury
17 automobiles in Singapore valued conservatively between \$2 million USD and \$3 million USD;
18 (iv) hosting extravagant gatherings costing hundreds of thousands of dollars in restaurants, bars,
19 and social clubs around the world, including in Monaco, Los Angeles, and Macao; and (v)
20 personally using the Debtors' fleet to fly his friends and himself for free around the globe to
21 Singapore, Melbourne, Tokyo, Los Angeles, and Nice, France (where he took possession of his
22 new multi-million-dollar yacht, which was purchased with misappropriated funds at the Debtors'
23 expense), in total over 300 hours of flight time at an average cost of \$10,000 per hour in costs and
24 lost corporate opportunity.

25 15. In 2015, Mr. Cassidy, in his capacity as an officer of the Debtors, purchased three
26 Bombardier Global Express aircraft directly from an aircraft brokerage and four 16 Bombardier
27 Global Express aircraft utilizing the same brokerage as their agent. An employee of the
28 brokerage is alleged to have paid kickbacks of approximately \$2 million USD for each aircraft

1 purchased. The Debtors estimate that these alleged kickbacks, in the aggregate, represent
2 between \$14 million USD and \$18 million USD of assets and/or opportunities misappropriated
3 from the Debtors. These dealings harmed and continue to harm the Debtors by having inflated
4 the price of the purchased jets, inflating the financing obligations taken on by the Debtors,
5 including additional interest on higher principal sums borrowed, and inflating the debt service to
6 an unsustainable level.

7 16. Additionally, in 2016, a wealthy Chinese national, Mr. Li Qi, made a substantial
8 investment in Zetta Jet with a combination of \$70 million USD loans and \$60 million USD
9 capital. The Debtors estimate that Mr. Qi was owed approximately \$70 million of debt as of the
10 Petition Date. Prior to the Petition Date, Mr. Qi sought the immediate payment of the obligations
11 owed to him. The Debtors' management determined that the Debtors could not satisfy the
12 demand, certainly not without compromising the integrity of the Debtors' ongoing business
13 operations.

14 17. With the mounting pressure on cash flow, payments due to legitimate creditors for
15 debts incurred in the ordinary course of the Debtors' business, and fraudulent claims being lodged
16 by illegitimate creditors, the Debtors determined in their reasonable business judgment that they
17 should file the Chapter 11 Cases and utilize the protections of the Bankruptcy Code to keep their
18 business operations running without disruption, purge any fraudulent debt, analyze and reject
19 those contracts negotiated by Mr. Cassidy which are determined by the Debtors to be
20 unfavorable, pursue the Debtors' claims against Mr. Cassidy and potentially other parties, and
21 provide for the greatest recovery possible for the Debtors' legitimate creditors.

22 **C. Appointment of the Chapter 11 Trustee**

23 18. For the reasons set forth above and in the *Stipulation Between Debtors and United*
24 *States Trustee Regarding Appointment of Chapter 11 Trustee* dated September 25, 2017 [Docket
25 No. 49], the Debtors requested that the U.S. Trustee stipulate to the appointment of a chapter 11
26 trustee.

27 19. On September 29, 2017, the Court entered the Trustee Appointment Order, and on
28 October 5, 2017, the U.S. Trustee appointed Jonathan D. King as the Chapter 11 Trustee in the

1 Chapter 11 Cases.

2 20. In his capacity as such, the Chapter 11 Trustee now moves for entry of an order
3 approving the retention of DLA Piper, as of the effective date of his appointment (October 5,
4 2017), as his bankruptcy counsel in the Chapter 11 Cases.

5 **D. Employment of DLA Piper as Bankruptcy Counsel**

6 21. As the Chapter 11 Trustee appointed in these cases, Mr. King is responsible for the
7 performance of certain duties, as set forth in section 1106 of the Bankruptcy Code. To assist him
8 in the performance of his duties, the Chapter 11 Trustee has determined, in the exercise of his
9 business judgment, to retain certain professionals. To that end, the Chapter 11 Trustee has
10 selected DLA Piper to serve as his bankruptcy counsel in connection with these Chapter 11
11 Cases.

12 22. DLA Piper is highly qualified to act as bankruptcy counsel to the Chapter 11
13 Trustee in connection with these Chapter 11 Cases. DLA Piper, including its international
14 affiliates, is one of the largest law firms in the world, with a national and global practice, and has
15 substantial experience in virtually all aspects of the law that may arise in these Chapter 11 Cases.
16 In particular, DLA Piper has extensive bankruptcy and restructuring, international insolvency,
17 corporate, mergers and acquisitions, corporate governance, employee benefits, environmental,
18 finance, intellectual property, labor and employment, litigation, real estate, securities, tax and
19 white collar crime expertise.

20 23. DLA Piper's restructuring group provides an array of services to assist financially
21 distressed businesses and their creditors in maximizing values and ultimate recoveries in a broad
22 range of challenging circumstances. The group comprises approximately 200 attorneys practicing
23 around the world. DLA Piper's lawyers have played significant roles in many of the largest and
24 most complex, as well as many middle market, cases under the Bankruptcy Code, including,
25 among many others, the chapter 11 cases of *AMR Corporation (American Airlines), US Airways*
26 *Group, Inc., China Fishery Group Limited, Air Transport International, LLC, Katy Industries,*
27 *Inc., Abeinsa Holding Inc., ALCO Stores, Barnes Bay Development, Capitol Lakes, Inc., Contech*
28 *LLC, Dana Corporation, Delta Air Lines Inc., East West Resort Development, Fairfield*

1 *Residential LLC, Federated Department Stores, Imperial Home Décor Group Inc., Imris, Inc.,*
2 *Kaiser Aluminum Corporation, Kmart Corporation, Loewen Group International, Inc., Northwest*
3 *Airlines Corporation, Orchard Supply Hardware Stores Corporation, PJ Finance Company,*
4 *Polaroid Corporation, PFF Bancorp, Inc., Rupari Holding Corp., Trident Microsystems, Inc.,*
5 *Velti Inc. and Vertellus Specialties Inc.*

6 24. Since its engagement, DLA Piper has been working with the Chapter 11 Trustee
7 and his other professionals to quickly get up-to-speed and address pressing issues in these
8 Chapter 11 Cases.

9 **E. Services to be Provided by DLA Piper**

10 25. The Chapter 11 Trustee anticipates that DLA Piper will render general legal
11 services to him as needed throughout the course of these Chapter 11 Cases, including without
12 limitation, bankruptcy, corporate, employee benefits, finance, intellectual property, labor and
13 employment, litigation, real estate, tax advice, and white collar crime. In particular, the Chapter
14 11 Trustee anticipates that DLA Piper will perform, among others, the following legal services:

- 15 (a) advising the Chapter 11 Trustee of his powers and duties under chapter 11 of the
16 Bankruptcy Code;
- 17 (b) preparing on behalf of the Chapter 11 Trustee all necessary and appropriate
18 applications, motions, proposed orders, other pleadings, notices, schedules and
19 other documents, and reviewing all financial and other reports to be filed in these
Chapter 11 Cases;
- 20 (c) advising the Chapter 11 Trustee concerning and preparing responses to,
21 applications, motions, other pleadings, notices and other papers that may be filed
by other parties in these Chapter 11 Cases;
- 22 (d) advising the Chapter 11 Trustee with respect to, and assisting in the negotiation
23 and documentation of, aircraft leases and financings, 1110 agreements and
24 extensions, vendor contracts, asset purchase agreements, financing agreements and
related transactions, labor relations and tax matters;
- 25
- 26 (e) advising and assisting the Chapter 11 Trustee regarding the initiation of actions to
27 collect and recover property for the benefit of the Debtors' estates;
- 28 (f) advising and assisting the Chapter 11 Trustee in connection with any potential

1 property dispositions;

2 (g) advising the Chapter 11 Trustee concerning executory contract and unexpired
3 lease assumptions, assignments and rejections;

4 (h) advising the Chapter 11 Trustee in connection with the formulation, negotiation
5 and promulgation of a plan or plans of reorganization, and related transactional
6 documents;

7 (i) assisting the Debtors in reviewing, estimating and resolving claims asserted
8 against the Debtors' estates;

9 (j) assisting the Chapter 11 Trustee with compliance with applicable laws and
10 governmental regulations;

11 (k) commencing and conducting litigation necessary and appropriate to assert rights
12 held by the Chapter 11 Trustee, protect assets of the Debtors' estates or otherwise
13 further the goal of completing a successful reorganization; and

14 (l) providing non-bankruptcy services for the Chapter 11 Trustee to the extent
15 requested by the Chapter 11 Trustee.

16 26. The Chapter 11 Trustee requires knowledgeable counsel to render these essential
17 professional services. As noted above, DLA Piper has substantial expertise in all of these areas.
18 Accordingly, the Chapter 11 Trustee respectfully submits that DLA Piper is well qualified to
19 perform these services and represent the Chapter 11 Trustee and the interests of these chapter 11
20 estates in connection with these Chapter 11 Cases.

21 **F. DLA Piper's Compensation**

22 27. Subject to the Court's approval of this Application, DLA Piper intends to
23 (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary
24 hourly rates in effect on the date the services are rendered,² and (b) seek reimbursement of actual
25 and necessary out-of-pocket expenses. The names, positions and current hourly rates of the DLA
26 Piper lawyers and paraprofessionals currently expected to have primary responsibility for
27 providing services to the Chapter 11 Trustee are set forth in the Lyons Declaration, and a copy of
28

² The hourly rates charged by DLA Piper professionals differ based on, among other things, the professional's level of experience and the rates normally charged in the location of the office in which the professional is resident.

1 their credentials is attached thereto as Exhibit "1."³ Compensating DLA Piper on an hourly basis
2 is consistent with section 328(a) of the Bankruptcy Code. The Chapter 11 Trustee believes that
3 DLA Piper's hourly rates and terms of engagement are appropriate, fair and reasonable.

4 28. DLA Piper will maintain detailed, contemporaneous records of time and any actual
5 and necessary expenses incurred in connection with rendering the legal services described above.
6 DLA Piper intends to apply to the Court for compensation and reimbursement of expenses in
7 accordance with applicable provisions of the Bankruptcy Code (including, without limitation,
8 sections 330 and 331), the Bankruptcy Rules, the Local Bankruptcy Rules, and any additional
9 procedures that have been or may be established by the Court in these Chapter 11 Cases. DLA
10 Piper will use reasonable efforts to comply with the guidelines promulgated by the Office of the
11 United States Trustee (the "Guidelines"). DLA Piper has agreed to accept as compensation such
12 sums as may be allowed by the Court. DLA Piper understands that interim and final fee awards
13 are subject to notice and approval by the Court.

14 29. DLA Piper has not received a retainer in connection with its engagement in these
15 Chapter 11 Cases, nor has DLA Piper received any payment on account of services performed as
16 of the date of this Application or agreed to share any compensation received or to be received on
17 account of services performed in the Chapter 11 Cases with any other party other than among its
18 partners and members.

19 30. In addition, DLA Piper did not agree to any variations from, or alternatives to, the
20 Firm's standard or customary billing arrangements for this engagement, and none of the DLA
21 Piper professionals included in this engagement varies his or her rate based on geographic
22 location of the bankruptcy case.

23 31. The Chapter 11 Trustee has approved the staffing and budget plan of DLA Piper in
24 connection with this engagement.

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³ DLA Piper's hourly rates may change from time to time in accordance with DLA Piper's established billing practices and procedures.

1 **G. DLA's Disclosure Regarding Conflicts of Interest**

2 32. In reliance on the Lyons Declaration, the Chapter 11 Trustee⁴ believes that, except
3 as set forth in the Lyons Declaration: (a) DLA Piper has no connection with the Debtors, their
4 creditors, the Office of the United States Trustee for the Central District of California, Los
5 Angeles Division, any person employed in the office of the U.S. Trustee or any other party with
6 an actual or potential interest in these Chapter 11 Cases or their respective attorneys or
7 accountants; (b) DLA Piper is not a creditor, equity security holder or insider of the Debtors or
8 the Chapter 11 Trustee; (c) DLA Piper is not and was not, within two years of the Petition Date, a
9 director, officer or employee of the Debtors; and (d) DLA Piper does not have an interest adverse
10 to the Debtors, their respective estates or any class of creditors or equity security holders by
11 reason of any direct or indirect relationship to, connection with or interest in the Debtors, or for
12 any other reason. Accordingly, the Chapter 11 Trustee believes that DLA Piper is a "disinterested
13 person," as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a)
14 of the Bankruptcy Code.

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16 *[Signature Page Follows]*
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⁴ The Chapter 11 Trustee is a partner at DLA Piper.

1 **WHEREFORE**, the Chapter 11 Trustee respectfully requests that the Court approve his
2 employment and retention of DLA Piper as his general bankruptcy counsel, effective as of
3 October 5, 2017, upon the terms and conditions set forth above.

4

5 DATED: October 25, 2017

ZETTA JET USA, INC.
ZETTA JET PTE, LTD.

6

7 By: /s/ Jonathan D. King
8 Jonathan D. King
9 Chapter 11 Trustee

10

DATED: October 25, 2017

DLA PIPER LLP (US)

11

12 By: /s/ Robbin L. Itkin
13 ROBBIN L. ITKIN
14 JOHN K. LYONS (*In Pro Per Pending*)
15 KATIE ALLISON (*In Pro Per Pending*)
16 Proposed Attorneys for the
17 Chapter 11 Trustee

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18 Proposed Attorneys for Jonathan D. King
19 as Chapter 11 Trustee

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**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

16 In re: 17 ZETTA JET USA, INC., a California 18 corporation, 19 Debtor.	20 Lead Case No.: 2:17-bk-21386-SK 21 Chapter 11 22 Jointly Administered With: 23 Case No.: 2:17-bk-21387-SK
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20 In re: 21 ZETTA JET PTE, LTD., a Singaporean 22 corporation, 23 Debtor.	24 DECLARATION OF JOHN K. LYONS IN 25 SUPPORT OF CHAPTER 11 TRUSTEE'S 26 APPLICATION TO EMPLOY DLA PIPER 27 LLP (US) AS BANKRUPTCY COUNSEL, 28 EFFECTIVE AS OF OCTOBER 5, 2017
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23 <input checked="" type="checkbox"/> Affects Both Debtors 24 25 <input type="checkbox"/> Affects Zetta Jet USA, Inc., a California 26 corporation only 27 <input type="checkbox"/> Affects Zetta Jet PTE, Ltd., a Singaporean 28 corporation only	29 [No Hearing Required – Local Bankruptcy 30 Rule 2014-1(b)]
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1 I, JOHN K. LYONS, hereby declare as follows:

2 1. I have personal knowledge of the facts set forth below and, if called upon to testify, would
3 and could competently testify to the matters set forth in this declaration (the “Declaration”).

4 2. I am a partner of the law firm DLA Piper LLP (US) (“DLA Piper”). I am licensed to
5 practice law in the State of Illinois.

6 3. I submit this Declaration in support of the application (the “Application”)¹ filed by the
7 Chapter 11 Trustee in connection with the Chapter 11 Cases of Zetta Jet USA, Inc. and Zetta Jet
8 PTE, Ltd. (together, the “Debtors”), for the Court’s approval of the employment and retention of
9 DLA Piper as general bankruptcy counsel to the Chapter 11 Trustee, upon the terms and
10 conditions described in the Application.

11 4. DLA Piper, including its international affiliates, is one of the largest law firms in the
12 world, with a national and global practice, and has substantial experience in virtually all aspects
13 of the law that may arise in these Chapter 11 Cases. In particular, DLA Piper has extensive
14 bankruptcy and restructuring, international insolvency, corporate, mergers and acquisitions,
15 corporate governance, employee benefits, environmental, finance, intellectual property, labor and
16 employment, litigation, real estate, securities, tax and white collar crime expertise.

17 5. DLA Piper’s restructuring group provides an array of services to assist financially
18 distressed businesses and their creditors in maximizing values and ultimate recoveries in a broad
19 range of challenging circumstances. The group comprises approximately 200 attorneys practicing
20 around the world. DLA Piper’s lawyers have played significant roles in many of the largest and
21 most complex, as well as many middle market, cases under the Bankruptcy Code. The attorneys
22 responsible for this matter are admitted to the practice of law in the States of California, Illinois,
23 Delaware, and New York, among others.

24 6. The Chapter 11 Trustee has requested that DLA Piper act as his general bankruptcy
25 counsel in connection with these Chapter 11 Cases. DLA Piper has agreed to represent the
26 Chapter 11 Trustee in these cases, and to render such ordinary and necessary legal services as my

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¹ Capitalized terms not otherwise defined in this Declaration shall have the meanings given to those terms in the
Application.

1 be required by the Chapter 11 Trustee, including, but not limited to:

- 2 a. advising the Chapter 11 Trustee of his powers and duties under chapter 11 of the
3 Bankruptcy Code;
- 4 b. preparing on behalf of the Chapter 11 Trustee all necessary and appropriate
5 applications, motions, proposed orders, other pleadings, notices, schedules and
6 other documents, and reviewing all financial and other reports to be filed in these
7 Chapter 11 Cases;
- 8 c. advising the Chapter 11 Trustee concerning and preparing responses to,
9 applications, motions, other pleadings, notices and other papers that may be filed
10 by other parties in these Chapter 11 Cases;
- 11 d. advising the Chapter 11 Trustee with respect to, and assisting in the negotiation
12 and documentation of, aircraft leases and financings, 1110 agreements and
13 extensions, vendor contracts, asset purchase agreements, financing agreements and
14 related transactions, labor relations and tax matters;
- 15 e. advising and assisting the Chapter 11 Trustee regarding the initiation of actions to
16 collect and recover property for the benefit of the Debtors' estates;
- 17 f. advising and assisting the Chapter 11 Trustee in connection with any potential
18 property dispositions;
- 19 g. advising the Chapter 11 Trustee concerning executory contract and unexpired
20 lease assumptions, assignments and rejections;
- 21 h. advising the Chapter 11 Trustee in connection with the formulation, negotiation
22 and promulgation of a plan or plans of reorganization, and related transactional
23 documents;
- 24 i. assisting the Debtors in reviewing, estimating and resolving claims asserted
25 against the Debtors' estates;
- 26 j. assisting the Chapter 11 Trustee with compliance with applicable laws and
27 governmental regulations;
- 28 k. commencing and conducting litigation necessary and appropriate to assert rights
held by the Chapter 11 Trustee, protect assets of the Debtors' estates or otherwise
further the goal of completing a successful reorganization; and
- l. providing non-bankruptcy services for the Chapter 11 Trustee to the extent
requested by the Chapter 11 Trustee.

7. DLA Piper intends to (a) charge for its legal services on an hourly basis in accordance

1 with its ordinary and customary hourly rates in effect on the date the services are rendered,² and
2 (b) seek reimbursement of actual and necessary out-of-pocket expenses. Resumes of the DLA
3 Piper lawyers and paraprofessionals currently expected to have primary responsibility for
4 providing services to the Chapter 11 Trustee are set forth on Exhibit “1”³ attached hereto. A list
5 of the currently hourly billing rates for each of the professionals primarily responsible for this
6 matter is attached as hereto as Exhibit “2.”

7 8. DLA Piper has received no retainer or other payments on account of these Chapter 11
8 Cases or this engagement. DLA Piper has not agreed to share its compensation for representing
9 the Chapter 11 Trustee with any other person or entity, except among its partners.

10 9. DLA Piper will provide monthly billing statements to the Chapter 11 Trustee that will set
11 forth the amount of fees incurred and expenses advanced by DLA Piper during the previous
12 month.

13 10. DLA Piper understands and will abide by sections 327, 328, 330, and 331 of the
14 Bankruptcy Code, which require, among other things, the Court’s approval of the Chapter 11
15 Trustee’s retention of DLA Piper as bankruptcy counsel and compensation for all legal fees and
16 reimbursement for all expenses that the DLA Piper receives from the Chapter 11 Trustee and the
17 Debtors’ estates.

18 11. In addition, DLA Piper did not agree to any variations from, or alternatives to, the Firm’s
19 standard or customary billing arrangements for this engagement, and none of the DLA Piper
20 professionals included in this engagement varies his or her rate based on geographic location of
21 the bankruptcy case.

22 12. Other than as set forth below: (a) DLA Piper has no connection with the Debtors, their
23 creditors, the Office of the United States Trustee for the Central District of California, Los
24 Angeles Division, any person employed in the office of the U.S. Trustee or any other party with

26 ² The hourly rates charged by DLA Piper professionals differ based on, among other things, the professional’s
level of experience and the rates normally charged in the location of the office in which the professional is resident.

27 ³ DLA Piper’s hourly rates may change from time to time in accordance with DLA Piper’s established billing
28 practices and procedures.

1 an actual or potential interest in these Chapter 11 Cases or their respective attorneys or
2 accountants; (b) DLA Piper is not a creditor, equity security holder or insider of the Debtors or
3 the Chapter 11 Trustee; (c) DLA Piper is not and was not, within two years of the Petition Date, a
4 director, officer or employee of the Debtors; and (d) DLA Piper does not have an interest adverse
5 to the Debtors, their respective estates or any class of creditors or equity security holders by
6 reason of any direct or indirect relationship to, connection with or interest in the Debtors, or for
7 any other reason. Accordingly, DLA Piper is a “disinterested person,” as defined in section
8 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code.

9 13. The following is the list of parties that may be involved in the Chapter 11 Cases that DLA
10 Piper currently represents in matters unrelated to the Debtors’ Chapter 11 Cases:

- 11 ▪ Existing client related to AAS AirSupport GmbH
- 12 ▪ Existing client related to Aeroport de Strasbourg
- 13 ▪ Aero Montreal
- 14 ▪ Existing clients related to Aeroports de Paris
- 15 ▪ Existing client related to Air BP Ltd.
- 16 ▪ Existing client related to Air Charter Europe
- 17 ▪ Air Navigation Solutions Limited
- 18 ▪ Air Niugini Limited
- 19 ▪ Existing client related to Air Service Corp.
- 20 ▪ Air New Zealand Limited
- 21 ▪ Arthur J. Gallagher & Co.
- 22 ▪ Existing client related to Associate Aircraft Group, Inc.
- 23 ▪ Existing client related to Atlantic Aviation Corp.
- 24 ▪ Existing client related to Aviapartner
- 25 ▪ Existing client related to Aviall Services Inc.
- 26 ▪ Existing client related to Aviapartner Merignac
- 27 ▪ Existing client related to ASM Aero
- 28 ▪ Affiliate of Aviator Airport Services Sweden
- Banco Santandar, S.A.
- Biggin Hill Hangar Company
- Bizjet International Sales & Support Inc.
- Canas Capital, LLC
- City of Abbotsford
- Conyers Dill Pearman
- Existing client related to Dassault Falcon Service
- Delaware River and Bay Authority
- Existing client related to Deutsche Flugsicherung
- DHL Express USA, Inc.
- Essendon Airport Pty Ltd.
- Federal Express
- Existing client related to Federal State Unitary Enterprise

- 1 ■ Existing client related to Ottawa MacDonald-Cartier International Airport
- 2 ■ Pratt & Whitney Canada Corp.
- 3 ■ Existing client related to Privatport S.A.
- 4 ■ Certain affiliates of QBE Insurance
- 5 ■ Existing client related to Singtel Telecommunications Ltd.
- 6 ■ Existing client related to Sky Service FBO Inc.
- 7 ■ Skyservice Business Aviation
- 8 ■ Certain affiliates of Sky Valet
- 9 ■ Existing client related to Skycare Ltd.
- 10 ■ SNC-Lavalin
- 11 ■ Existing client related to SP Services Ltd.
- 12 ■ Standard Aero Holding Ltd.
- 13 ■ Certain affiliates of Swissport Executive SAS
- 14 ■ Existing clients related to Ritz Carlton
- 15 ■ Vancouver Airport Authority
- 16 ■ Finavia OYJ
- 17 ■ Existing client related to First Insurance Funding Corp.
- 18 ■ Affiliate of Flughafen Hannover-Langenhagen GmbH
- 19 ■ Fratelli Cosulich Bunkers (HK) Ltd.
- 20 ■ General Civil Aviation Authority
- 21 ■ Existing client related to Holman Fenwick Willan
- 22 ■ Certain affiliates of Honeywell International, Inc.
- 23 ■ Existing client related to Humana Active Outlook, Inc.
- 24 ■ IATA (International Air Transportation Association)
- 25 ■ Chief Greg Blain
- 26 ■ Infinity Aviation Inc.
- 27 ■ Certain affiliates of KLM Jet Center
- 28 ■ Existing client related to Law Debenture Corporate Services Inc.
- 29 ■ Liberty Mutual Insurance Company
- 30 ■ London Executive Offices Limited
- 31 ■ Ministry of Defence
- 32 ■ MJets Limited
- 33 ■ Morgan Stanley
- 34 ■ NATS
- 35 ■ Lufthansa Bombardier Aviation Services GmbH and certain affiliates thereof
- 36 ■ Rolls Royce and certain affiliates thereof
- 37 ■ Affiliate of World Fuels Services Corp.
- 38 ■ HSBC
- 39 ■ ARINC Inc.
- 40 ■ Existing client related to Jeppesen Sanderson Inc.
- 41 ■ USB Financial
- 42 ■ Rockwell Collins and certain affiliates thereof
- 43 ■ Wells Fargo
- 44 ■ American Express

14. The following is the list of parties in the Chapter 11 Cases that DLA Piper formerly
27 represented in matters unrelated to the Debtors' Chapter 11 Cases.

- 1 ▪ Amargit S. Gill and Kenneth Lau
- 2 ▪ Advanced Air Support
- 3 ▪ Avfuel Corporation
- 4 ▪ Potential affiliate of Uline Ship Supplies
- 5 ▪ Gama Aviation PLC
- 6 ▪ Affiliate of Mainami Kuko Services Co., Ltd.
- 7 ▪ Julia W. Brand
- 8 ▪ Kenneth Lau
- 9 ▪ Jason Russell
- Element Financial Corp.
- Kelly J. Morrison
- Hangery
- Eurocontrol S.A.

10 15. In particular, DLA Piper previously represented CAE SimuFlite, Inc. (“CAE”) as a
11 creditor in the Chapter 11 Cases. DLA Piper has since withdrawn from that representation with
12 CAE’s consent, and CAE has consented to our representation of the Chapter 11 Trustee. Further,
13 the Chapter 11 Trustee has agreed to seek advice from counsel other than DLA Piper if a matter
14 arises that is directly adverse to CAE. DLA Piper has also erected an ethical wall to insure that
15 confidential information relating to the Debtors is not shared by attorneys and paraprofessionals
16 formerly working on the CAE matter with attorneys and paraprofessionals working on this
17 engagement.

18 16. DLA Piper personnel may have business associations with certain creditors of the Debtors
19 or counsel or other professionals involved in these Chapter 11 Cases. In the ordinary course of
20 business, DLA Piper may engage counsel or other professionals in unrelated matters who
21 represent, or in the future may represent, creditors or other interested parties in these Chapter 11
22 Cases.

23 17. Given the number of attorneys in its various offices, attorneys at DLA Piper may have
24 professional, working, or social relationships with firms or professionals at firms that may be
25 adverse to the Debtors. In addition, there are a number of attorneys at DLA Piper who have
26 spouses, parents, children, siblings, fiancés or fiancées who are attorneys at other law firms or
27 companies. Also, certain attorneys at DLA Piper may have spouses, parents, children, siblings,
28 fiancés or fiancées who are employees of one or more of the parties in interest. DLA Piper has

1 strict policies against disclosing confidential information to anyone outside of DLA Piper,
2 including spouses, parents, children, siblings, fiancés and fiancées.

3 18. DLA Piper, including its internal affiliates, employs approximately 4,000 attorneys and
4 4,000 other employees worldwide. Despite the efforts described above to identify and disclose
5 DLA Piper's connections with parties in interest in these Chapter 11 Cases, because DLA Piper is
6 an international firm with thousands of attorneys across more than 80 global offices, and because
7 the Debtors are a substantial enterprise with thousands of creditor and other relationships, DLA
8 Piper is unable to state with certainty that every client representation or other connection has been
9 disclosed. In this regard, if DLA Piper discovers additional information that requires disclosure,
10 DLA Piper will file a supplemental disclosure with the Court.

11 19. Pursuant to Part D1 of the Guidelines, DLA Piper is seeking employment as counsel for
12 the Chapter 11 Trustee under section 327(a) of the Bankruptcy Code and it hereby provides the
13 responses set forth below:

Questions required by Part D1 of the Guidelines:	Answer:	Further explanation:
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No.	None.
Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?	No.	None.
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and reasons for the difference.	Not applicable.	Not applicable.
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	Yes.	Through January 31, 2018

1 I declare and verify under penalty of perjury under the laws of the United States of
2 America that the foregoing is true and correct to the best of my knowledge.

3 Executed on this 25th day of October, 2017, at Chicago, Illinois.

4 */s/ John K. Lyons*
5 JOHN K. LYONS

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19 Proposed Attorneys for Jonathan D. King
20 as Chapter 11 Trustee

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28 **UNITED STATES BANKRUPTCY COURT**
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

29 In re:

30 ZETTA JET USA, INC., a California
31 corporation,

32 Debtor and Debtor in Possession.

33 Lead Case No.: 2:17-bk-21386-SK

34 Chapter 11

35 Jointly Administered With:
36 Case No.: 2:17-bk-21387-SK

37 In re

38 ZETTA JET PTE, LTD., a Singaporean
39 corporation,

40 Debtor and Debtor in Possession.

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1 I, Jonathan D. King, hereby declare as follows:

2 1. I am over 18 years of age. I have personal knowledge of the facts set forth
3 herein, and, if called as a witness could and would testify competently with respect thereto.

4 2. On October 5, 2017, the Office of the United States Trustee (the “U.S.
5 Trustee”) appointed me as the chapter 11 trustee (the “Chapter 11 Trustee”) in connection with
6 the chapter 11 cases (the “Chapter 11 Cases”) of Zetta Jet USA, Inc. and Zetta Jet PTE, Ltd.
7 (together, the “Debtors”).

8 3. In my capacity as the Chapter 11 Trustee of the Debtors’ estates, I have, or
9 will have, access to the Debtors’ books and records and am in the process of reviewing the
10 organization, operations, and financial condition of the Debtors. The statements set forth herein
11 are based upon my personal knowledge and my current knowledge of the Debtors’ books and
12 records.

13 4. I understand that the U.S. Trustee has requested certain additional
14 disclosures from me with respect to my application to retain and employ DLA Piper LLP (US) as
15 general bankruptcy counsel in connection with these Chapter 11 Cases, pursuant to guidelines
16 applicable to large cases (the “Guidelines”).

17 5. Below are responses to the questions posed by the U.S. Trustee under the
18 Guidelines:

19 The identity and position of the person making 20 the verification.	21 Jonathan D. King, the Chapter 11 Trustee 22 appointed by the U.S. Trustee
23 The steps taken by the client to ensure that the 24 applicant’s billing rates and material terms for the engagement are comparable to the applicable billing rates and terms for other non- bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.	25 I am a partner at DLA Piper LLP (US) in the White Collar, Corporate Crime and Investigations Practice, for which I serve a Co- Chair. I am familiar with the billing rates of DLA Piper LLP (US) in various practice areas and with billing rates of attorneys at comparable firms. The rates being charged by DLA Piper LLP (US) in connection with this engagement are market and reasonable.
26 The number of firms the client interviewed.	27 Given my knowledge of DLA Piper LLP (US) 28 and the quality of its restructuring practice, I did not interview any other firms for this

1		engagement.
2	If the billing rates are not comparable to 3 the applicant's billing rates for other non- bankruptcy engagements and to the billing 4 rates of other comparably skilled professionals, the circumstances warranting the 5 retention of that firm.	Not applicable.
6	The procedures the client has established to 7 supervise the applicant's fees and expenses and to manage costs.	At the outset of the engagement, I engaged in discussion with the restructuring group at DLA Piper LLP (US) and agreed upon a proposed staffing plan for these cases. We also discussed the various work streams necessary in these cases how to minimize duplication of efforts with respect to same. DLA Piper LLP (US) will provide invoices to me on a monthly basis, and will report same to the Court, the U.S. Trustee, secured creditors, the 20 largest unsecured creditors of each of the Debtors, and parties requesting special notice through the Debtors' monthly operating reports.

16 I declare and verify under penalty of perjury, under the laws of the United States
17 of America, that the foregoing is true and correct.

18 Executed on this 25th day of October, 2017, at Chicago, Illinois.

19 /s/ Jonathan D. King
20 Jonathan D. King

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EXHIBIT 1
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7 **DLA Piper Firm Resumes**
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John Lyons

Partner

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John K. Lyons represents major US and global corporations, committees, lenders and boards of directors in complex business reorganizations, acquisitions and divestitures, typically in distressed situations, in a broad variety of industries.

John has served as counsel in many significant business reorganizations, including as counsel the official committee of unsecured creditors in the chapter 11 reorganization of **American Airlines** and merger with US Airways. This transaction was recognized in the Corporate & Commercial category in the *Financial Times*' 2013 US "Innovative Lawyers" report. He also has represented companies in numerous other high-profile chapter 11 cases across many business sectors.

John also represents club lenders **Rabobank NA, Standard Chartered Bank and DBS Bank** in the **Pacific Andes/China Fishery** chapter 11 cross border restructuring that was recently recognized in the *Asia Legal Awards 2017 Finance Deal of the Year: Restructuring and Insolvency* and one of the Deals of the Year in the *Asia Business Law Journal*.

EXPERIENCE

John K. Lyons represents major US and international corporations, committees, lenders and boards of directors in complex business reorganizations, acquisitions and divestitures, typically in distressed situations.

John has served as counsel in many significant business reorganizations, including as counsel for the **official committee of unsecured creditors of American Airlines and its affiliates** in their chapter 11 reorganization, including representation of the committee in connection with fleet restructuring efforts with aircraft suppliers, financiers and lessors. This transaction was recognized in the Corporate & Commercial category in the *Financial Times*' 2013 US "Innovative Lawyers" report. He also has represented companies in other high-profile chapter 11 cases, including **VeraSun Energy Corporation**, one of the largest ethanol producers in the US; **Delphi Corporation**, a leading global technology innovator and Tier 1 supplier to nearly every major automotive original equipment manufacturer; **Interstate Bakeries Corporation**, one of the largest wholesale bakers and distributors of fresh baked bread and sweet goods in the US; **Exodus**

CREDENTIALS

Education

Villanova University School of Law (1989) J.D., *cum laude*

Georgetown University (1986) B.S., School of Foreign Service

Admissions

Illinois



Communications, Inc., the world's largest Internet data center provider, in the sale of its international business to an affiliate of Cable & Wireless plc for US\$575 million through a fast-track chapter 11 process; **US Airways, Inc.**, one of the nation's largest airlines, in the successful restructuring of its business in the wake of the events of September 11 and the economic downturn in the airline industry; **Favorite Brands International, Inc.**, a manufacturer of candies and confectioneries, in connection with its successful restructuring and consequent sale of its business; **Einstein/Noah Bagel Corp.**, a national bagel restaurateur with more than 400 stores; and **Montgomery Ward, LLC** in connection with the nation's largest retail liquidation, which generated proceeds in excess of US\$1 billion; **Air Transport International, LLC** in connection with its sale to BAX Global through chapter 11; and the **Special Committee of Triangle Petroleum Corporation** in connection with the chapter 11 cases of its subsidiaries.

John also represents a number of private equity and distressed investors, including **Black Diamond Capital Management, LLC** as a majority term lender in connection with the Boomerang Tube chapter 11 restructuring; **Avalon Capital Group, Inc.** in connection with litigation and consensual resolution of its investment exit from Rainbow Production Services; **Health Evolution Partners** in the wind down of one of its portfolio companies; **Verizon Capital Corporation** in the restructuring of two investments in power facilities in Massachusetts and Mississippi; and **Calliope Capital Corporation and affiliate lenders** in connection with the chapter 11 case filed by PPM Technologies and subsequent credit bid purchase of PPM's business.

John also represented several clients in connection with fraud investigations and asset recovery efforts, including the special committee of the board of directors of PRC-based **ShengdaTech, Inc.** to complete the committee's investigation of ShengdaTech and to safeguard assets through chapter 11 and foreign proceedings; **Paliafito America, Inc.** in connection with the successful collection of millions of dollars of assets from international debtors and principals through prejudgment seizure of assets and prosecution of preference actions; and **a large commodity supplier** in connection with the tracing and civil seizure of millions of assets from a top executive that embezzled money.

John also has represented clients with respect to a wide array of out-of-court and cross-border transactions in distressed situations, including the representation of club lenders **Rabobank NA, Standard Chartered Bank** and **DBS Bank** in the Pacific Andes/China Fishery chapter 11 cross border restructuring; **Silver Airways** in connection with the sale of its business; **a global microfinance company and its Central Asian subsidiary** in connection with restructuring efforts; **Express Group Holding** in its wind down efforts; **Forge Group Inc.** in its sale to South Africa based DRO Global; Australia owned **Marion Energy, Inc.** in its US restructuring efforts; **Bankruptcy Management Solutions, Inc.** in its successful out of court restructuring.; and **Faurecia N.A.**, a French automotive conglomerate, in the purchase of AP Automotive, Inc., a large American automotive parts supplier.

PUBLICATIONS

- "Berau May Expand US Restructuring Options for Foreign Issuers," *Westlaw Next Practitioner Insights*, April 7, 2016 (with Adrian J. S. Deitz and Jay M. Goffman)



- "Treatment of Make-Whole Provisions in AMR Corp. Chapter 11 Case Raises New Concerns for Lenders," *Financier Worldwide*, March 2013
- "Bankruptcy Practice and Procedure," *Commercial Bankruptcy Litigation*, January 2012
- "Executory Contract Litigation," *Commercial Bankruptcy Litigation*, January 2012

PROFESSIONAL EXPERIENCE

Prior to joining DLA Piper, John was a partner for an international law firm's corporate restructuring group. In addition to his practice, John is involved in the community and serves as a director and vice president of the Illinois Holocaust Museum and Education Center and co-chairs the annual fundraiser for the Sunshine Through Golf Foundation.

PROFESSIONAL MEMBERSHIPS

- Turnaround Management Association (1997 - present)
- American Bankruptcy Institute

RECOGNITIONS

John repeatedly has been listed as a leader in the corporate restructuring field in *Chambers USA* and *The Best Lawyers in America*. Leading Lawyers has named him for his practice in commercial bankruptcy and workout law.

He is a fellow of the Litigation Counsel of America, a trial lawyer honorary society that recognizes excellence among American litigation and trial counsel.

CIVIC AND CHARITABLE

- Illinois Holocaust Museum and Education Center – Board Member
- Sunshine Through Golf Foundation – Co-Chair
- Chicago District Golf Association – Board Member
- Not for Profit Rock Band – Co-Founder and Band Member



Robbin L. Itkin

Partner

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Robbin Itkin is an attorney, mediator, trustee and advisor whose clients turn to her to protect their financial interests in new and troubled transactions. Among her high-profile clients are entertainers, producers, directors, writers and athletes, company CEOs and board members, as well as private and public companies in the entertainment, sports, real estate, hospitality, manufacturing, energy, retail, transportation and other industries.

Robbin has successfully restructured billions of dollars of debt in out-of-court restructurings and in chapter 11 bankruptcy cases. The Century City Bar Association named her “Bankruptcy Lawyer of the Year” for 2013. From advising startups on how to remain financially strong to resolving financially distressed situations and helping to opportunistically acquire assets out of bankruptcies, Robbin counsels clients throughout the life cycle of their businesses and personal journeys

EXPERIENCE

Recent High-Profile Entertainment Matters

- AOG Entertainment, Inc./Core Media Group chapter 11 bankruptcy cases - Counsel to high-profile producers, directors and writers in negotiating business transactions and protecting their claims
- Relativity Fashion LLC and related entities - Counsel to high-profile producers, directors and writers in negotiating business transactions and protecting their claims

Chapter 15 Matters

- Counsel to domestic and international clients in various aspects of foreign ancillary proceedings under chapter 15 of the Bankruptcy Code

Representative Debtor Matters

- Solutia Inc. – Counsel to Solutia Inc. and its affiliates in their chapter 11 cases involving more than US\$3 billion of funded debt and other obligations and complex liability issues, including environmental, mass tort, retiree, pension and indemnification issues
- NRG – Counsel to over 29 related entities comprising one of the largest independent power generation companies in the world, both as debtors out of court and as debtors in a chapter 11 bankruptcy case, and successfully restructured over \$11 billion in debt in seven months

CREDENTIALS

Education

University of Southern California J.D.

University of California, Los Angeles
B.A.

Admissions

California



- Dividend Development Corp. – Counsel to one of the country's largest home builders as debtor-in-possession. Confirmed plan of reorganization restructuring over US\$300 million in liabilities, including US\$55 million in unsecured claims
- Hollywood Roosevelt Hotel – Counsel to this landmark hotel in Hollywood, California, in connection with its restructuring through Chapter 11 bankruptcy
- Santa Barbara Star Motors, Inc., dba Gregg Motors, and Related Entities – Counsel to this automobile dealership as debtor-in-possession. Sold all assets, including multiple franchises, in controlled liquidation for the benefit of creditors
- Pharmaceuticals distributor – Counsel to a wholesale distributor of pharmaceuticals in its out-of-court restructuring of over US\$12 million in unsecured debt and US\$20 million financing

Representative Committee Matters

- Quantum Fuel Systems Technologies Worldwide, Inc., dba Quantum Technologies - Counsel to the Official Committee of Unsecured Creditors in the chapter 11 bankruptcy case
- CTC Cable Corporation – Counsel to the Official Committee of Unsecured Creditors in the chapter 11 bankruptcy case of CTC Cable Corporation, which, with affiliated entities, manufactured and marketed innovative energy efficient and renewable energy products for the electrical utility industry
- Pacific Energy Resources Ltd. – Counsel to the Official Committee of Unsecured Creditors in the chapter 11 bankruptcy cases of Pacific Energy Resources Ltd., and certain of its affiliates, which engage in the acquisition, exploitation and development of oil and gas properties, primarily in the US
- Store of Knowledge – Counsel to the committee of creditors in the bankruptcy case where the debtor operated a mall-based nationwide chain of 91 specialty retail stores in 26 states, offering educational and intellectually stimulating products geared toward interactive learning
- Taxi Systems, Inc. – Counsel to the committee of unsecured creditors of this large taxi company in Southern California. General unsecured creditors included more than 400 personal injury claimants in addition to numerous trade creditors. Extensive negotiations resulted in a confirmed plan of reorganization providing for 100 percent payout on trade claims, with election offered to personal injury claimants either to continue to litigate their claims or to receive 100 percent of cash settlement amounts over time, such payments collateralized by assets of the debtor, the debtor's parent and certain of the debtor's principals
- Babaeian Transportation Co., Inc., dba Checker Cab Company, dba Burbank Taxi, dba Pasadena Taxi, dba San Fernando Checker – Counsel to the committee of creditors of this taxi company possessing a fleet of taxi cabs in California's San Fernando Valley. Caused appointment of a chapter 11 trustee to preserve the estate's assets for sale; actively participated with the trustee who ultimately sold the assets and made distributions to unsecured creditors
- Bell Brand Snack Foods, Inc. – Counsel to the committee of creditors of this snack food manufacturer and distributor. Negotiated a consensual plan of reorganization that provided for immediate 90 percent payout to general unsecured creditors before any payments on secured or unsecured debts owed to affiliates



- C&L Properties – Counsel to the committee of creditors of the owner and operator of the fully encumbered commercial property known as the Continental Plaza in Southern California. Negotiated a consensual plan of reorganization in the extensively litigated case that provided for full payment plus interest within one year of confirmation to general unsecured creditors
- Maguire Thomas Partners – Counsel to committees of creditors in extremely adversarial chapter 11 bankruptcy cases of the owner and operator of Gas Company Tower Building, a 52-story premier office building in downtown Los Angeles. As a result of the committee's request for participation in mediation, settlement was reached and a plan of reorganization was confirmed that paid unsecured creditors in full plus 7% percent interest , while restructuring more than US\$400 million in debt

Other Matters

- Chrysler LLC – Counsel to one of the largest general unsecured trade creditors and member of the Official Committee of Unsecured Creditors in the chapter 11 bankruptcy cases of Chrysler LLC and certain of its affiliates in the United States Bankruptcy Court for the Southern District of New York; successfully obtained payment in full for the client through negotiations with purchaser of the debtors' business operations
- Lehman Brothers – Counsel to a fund that holds a credit linked note of several hundred million dollars issued as part of an integrated transaction with various US and foreign Lehman Brothers entities, as a creditor in the Lehman Brothers US and international insolvency proceedings
- Cocopah Nurseries, Inc. – Counsel to a national bank in the chapter 11 bankruptcy case of the largest grower and seller of palm trees in the country. Successfully negotiated the \$78 million loan facility secured by farmland in Arizona and California
- Missoula Area Economic Development Corporation (MAEDC) – Counsel to MAEDC in representing its interests in the bankruptcy case of Smurfit-Stone Container Corporation and its affiliates, with particular emphasis on Smurfit's abrupt closure in early January 2010 of its paper mill in Missoula County, Montana
- Ritter Ranch Development LLC – Appointed by the Office of the United States Trustee, and confirmed by the Central District of California Bankruptcy Court, as chapter 11 Trustee for the Estate of Ritter Ranch Development LLC and lead counsel in all aspects of the case involving Mello Roos Bond Financing; extensively litigated 363 sale proceedings and claims issues of principals and lenders; completed a 363 sale of the then largest available developable property in Los Angeles County (over 6,000 acres) for US\$57.2 million after 75 rounds of bidding. Negotiated carveouts with secured creditors to satisfy administrative claims
- State of California Ex. Rel. Department of Water Resources – Counsel to State of California Ex Rel. Department of Water Resources and handled all bankruptcy aspects regarding State of California in the chapter 11 bankruptcy case of California Power Exchange, the operator of several types of markets for wholesale electricity who matched suppliers and purchasers of electricity
- Estate of Thomas A. Hantges – Counsel to the Chapter 11 Trustee for the Estate of Thomas A. Hantges, one of the former founding principals of USA Commercial Mortgage Company, a commercial



loan underwriting, servicing and funding company whose principals were involved in an alleged fraud in the magnitude of over US\$900 million – the largest bankruptcy filing to date in Nevada

- Hartmarx Corporation – Counsel to the successful purchaser of substantially all of the assets of Hartmarx Corp. and certain of its affiliates, one of the largest manufacturers and marketers for men's suits and sport coats in the United States, in bankruptcy proceedings in the United States Bankruptcy Court for the Northern District of Illinois
- Weld Wheels, Inc. – Counsel to American Racing, Inc., in its \$24 million acquisition of the assets of Weld Wheels, Inc., a manufacturer and distributor of premium aftermarket automobile, light truck, racing, and sport wheels to both domestic and international customers. Negotiated stalking horse bidder protections and purchase agreement, and advised client throughout sale process taking place through auction of assets in US Bankruptcy Court, Western District of Kansas. Successfully consummated client's purchase as successful bidder
- Aloha Airlines – Counsel to Japan Airlines (JAL) in the Aloha Airlines chapter 11 bankruptcy pending in Hawaii. JAL had service agreements with Aloha Airlines that were put at risk due to Aloha's bankruptcy filing. The practice structured a successful result for JAL that allowed its contracts to remain fully intact with assignees whom JAL approved
- In re Hyo Dong Kim – Appointed by the Office of the United States Trustee to serve as the chapter 11 Trustee and subsequently the chapter 7 Trustee
- In re Jose Adolfo Montepeque and Maria Montepeque – Counsel to the chapter 7 Trustee
- APP Winddown, LLC (f/k/a American Apparel, LLC) – Counsel to the landlord of the corporate headquarters and distribution center, member of Official Creditors' Committee
- RS Legacy Corporation fka RadioShack Corporation – Counsel to landlords
- T-Asset Acquisition Company – Counsel to a secured lender in the bankruptcy case for the owner of the *Terminator* franchise pending in the Bankruptcy Court for the Central District of California with respect to the debtors' proposed sale of substantially all of the future *Terminator* sequel and remake rights
- Syntax-Brillian Corp. – Counsel to Taiwan Kolin Co., Ltd., one of the largest manufacturers and sellers of electronic products in Taiwan, in connection with its asserted \$270 million chapter 11 cases pending in the Delaware bankruptcy court
- Inspiris, Inc. – Counsel to Inspiris, Inc., as debtor-in-possession lender, stalking horse bidder and successful purchaser of substantially all of the assets of Care Level Management Group, LLC, a provider of in-home healthcare services for chronically ill and elderly patients, in a chapter 11 case pending in the Central District of California
- Counsel to a landlord with respect to commercial shopping center leases involved in the Movie Gallery, Inc. and Big A Drugstores, Inc. chapter 11 bankruptcy cases filed in 2007
- Counsel to high-profile individuals in the entertainment industry in out-of-court workouts and restructurings
- Counsel to Sun Capital Partners in its acquisition of BMK, Inc. (debtor) through bankruptcy



- Counsel to Sun Capital Partners in its acquisition of Wickes out of receivership
- Counsel to American Healthcare Services, Inc. in its acquisition of Plastic Surgery Company
- Counsel to CEO and President of Fredericks of Hollywood through the company's chapter 11 bankruptcy
- Counsel to Koo Koo Roo, Inc. in its acquisition of operating restaurants in Hamburger Hamlet Restaurant, Inc.'s chapter 11 case
- Pacific EyeNet, Inc. – Counsel to Pacific EyeNet, Inc., A Medical Group, as a creditor in the chapter 11 (and subsequent chapter 7) bankruptcy case of its MSO

PUBLICATIONS

- "Puerto Rico's Last Stand," *Los Angeles Daily Journal*, June 16, 2016
- "When Sovereigns Default," *Los Angeles Daily Journal*, August 6, 2015
- "[Sovereign debt – not just a foreign problem](#)," *The Hill*, August 5, 2015
- "[Knowing the Ropes](#)," *Caixin*, April 11, 2013 – Chinese Publication
- "Navigating the Minefield: Intellectual Property Licenses in Bankruptcy," Practising Law Institute Advance License Agreements Conference, January 2013
- "[One Way Forward for Big Three has Potholes: 'Prepack' Bankruptcy may not Take Carmakers Where They Want to go](#)," *The National Law Journal*, February 16, 2009
- "A Comparison Shopping Guide for 363 Sales," American Bankruptcy Institute, 2009
- "White Paper: Options for Increasing the Protection of Motor Carriers in Bankruptcy Proceedings," American Trucking Association, November 2008
- "The Metamorphosis of Assignment Clauses in Bankruptcy," Law Journal Newsletters, *The Bankruptcy Strategist*, Part One, May, 2005 and Part Two, June, 2005

PRESENTATIONS AND SEMINARS

- Speaker, "Ethics in Bankruptcy: Recent Court decisions on Legal Ethics - You Should Be Aware...," 25th Annual Southwest Bankruptcy Conference, American Bankruptcy Institute, September 9, 2017
- Speaker, "Women in Insolvency: Inspirational Stories to Develop Your Own Path," International Women's Insolvency & Restructuring Confederation, June 12, 2017
- Panelist, "Powerful Partnerships: Pairs of Women Clients and Their Outside Counsel," The New Girls' Network, September 14, 2016

NEWS

MEDIA MENTIONS

In its article about workout professionals in the wake of the financial crisis, *the New York Times* cited Robbin's compassion for her clients. She has been named among the Top 100 Southern California Super Lawyers and among the Top 50 Women Southern California Super Lawyers), and recognized in *The Best Lawyers in America*.



Robbin, in her role as the appointed Chapter 11 Trustee in the Ritter Ranch case – in which she successfully sold the largest area of undeveloped property in Los Angeles County – was featured in the *Bankruptcy Court Decisions Weekly News & Comment* article, "Chapter 11 Trustee's Work Eases California Housing Shortage," as well as other articles.

Robbin has appeared on NBC's Los Angeles affiliate, discussing her representation of season ticket holders in the Los Angeles Dodgers bankruptcy case. She has also offered commentary on other television news outlets, including *NBC Nightly News* with Brian Williams, the *Today Show*, where she spoke on women in the workplace, and C-SPAN, where she interviewed US Supreme Court Justice Anthony Kennedy.

- ["Your Favorite Retailer Has Filed for Bankruptcy: Now What?"](#) *Forbes*, April 20, 2017
- "Puerto Rico's last stand," *Los Angeles Daily Journal*, June 16, 2016
- ["With No Bids for Relativity as a Whole, Company Likely to Go to Senior Lenders,"](#) *Variety*, September 25, 2015
- ["What to Expect as Relativity and Lenders Head Back to Bankruptcy Court,"](#) *The Wrap*, August 13, 2015
- "Sovereign debt – not just a foreign problem," *The Hill*, August 5, 2015
- ["Baker Botts Loses Bankruptcy Fee Argument in High Court,"](#) *National Law Journal*, June 15, 2015
- ["High Court's Fee Ruling Disarms Debtor Attorneys,"](#) *Law360*, June 15, 2015
- ["Lawyers React To Justices' Ruling In Baker Botts Fees Case,"](#) *Law360*, June 15, 2015
- ["6 Ways Associates Are Falling Short,"](#) *Law360*, June 1, 2015
- ["A Test Case for Burned Student Borrowers,"](#) *Bloomberg*, May 28, 2015
- "Robbin Itkin On Local California Edition (Discusses Bankruptcy)," *California Edition*, April 27, 2015
- ["The Rick Amato Show,"](#) One America News Network, March 19, 2015
- ["The Question You Need To Ask Before Jumping Ship,"](#) *Law360*, January 9, 2015
- ["Good Morning San Diego discussing Financial Abuse,"](#) *KUSI News*, October 15, 2014
- ["Financial Abuse,"](#) *KUSI News*
- ["Marriage Bootcamp,"](#) WE TV
- ["Private Investigations and Infidelity,"](#) UT-TV (Union Tribune) Morning News
- ABC'S Morning Show [Sac & Co.](#)
- "How to Structure 363 Sales of Assets in Bankruptcy," *The National Law Journal*, July 30, 2009
- "California's Wipeout Economy," *The Washington Post*, March 25, 2009

COURTS AND FORUMS

- United States District Court for the Southern District of California
- United States District Court for the Northern District of California



- United States District Court for the Eastern District of California
- United States District Court for the Central District of California
- United States Court of Appeals for the Ninth Circuit
- Supreme Court of California

PROFESSIONAL MEMBERSHIPS

- American College of Bankruptcy, Fellow (2004 - present)
- International Insolvency Institute, 2013 - present
- State Bar of California - Insolvency Law Committee of the Business Law Section (previous)
- Certified Mediator: United States District Court, Central District of California (2014 - present); United States Bankruptcy Court, Central District of California (1995 - present)
- Ninth Circuit Judicial Conference, Lawyer Representatives Coordinating Committee – Chair (2009 - 2010)
- Ninth Circuit Judicial Conference, Lawyer Representative Committee, Chair-elect (2008)
- Ninth Circuit Judicial Conference, Lawyer Representative Coordinating Committee, Vice chair, former co-chair of Central District of California Lawyer Representatives, 2006 - 2008
- Los Angeles Bankruptcy Forum
 - Board Member, 1995 - present
 - President 2001- 2002
 - Vice President, 2000 - 2001
 - Program Chair, 1999 - 2000
 - Secretary, 1998 - 1999
- Century City Chamber of Commerce, Board Member – 2007-2010, 2012 - present
- Los Angeles Women's Leadership Council, Board member 2007 - present
- City of Hope National Medical Center and Beckman Research Institute, Director Emeritus 2007 - present; board member, 1997 - 2007

RECOGNITIONS

- Martindale-Hubbell, AV Preeminent Status as a Top Rated Lawyer, 2017
- Century City Bar Association "Bankruptcy Lawyer of the Year," 2013
- Legal 500 US, Finance: Corporate Restructuring (including bankruptcy), 2013-2014
- Southern California Super Lawyers – Top 50 Women (2011, 2013-2016), 2017
- Southern California Super Lawyers - Top 100 Lawyers, 2017
- Southern California Super Lawyers, Bankruptcy and Creditor-Debtor Rights Law (2005 - 2017)
- The Best Lawyers in America©
 - Bankruptcy and Creditor Debtor Rights/Insolvency and Reorganization Law (2009 - 2018)



- Litigation: Bankruptcy (2009 - 2016 and 2018)
- The United States Bankruptcy Court for the Central District of California has recognized Robbin with several mediation awards, including:
 - Mediator who settled the mediation conference with the most parties in the 2011 - 2012 term
 - Mediator who conducted the longest mediation conference in the 2011 - 2012 term
 - Mediator who conducted the conference involving the largest amount of money in the 2011-2012 term
- Top Lawyers - Corporate Counsel
- "Top 100" (one of only seven bankruptcy attorneys listed), "Who's Who in LA Law," Los Angeles Business Journal
- "Women of Achievement" Award, Century City Chamber of Commerce
- "Women of Accomplishment" Award, B'nai Zion Foundation



Andrew Payne

Partner

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T: +65 6512 9518 F: +65 6512 9500 M: +852 6080 5928

Andrew Payne has over 10 years of experience in special situations, debt restructuring and private equity M&A. His experience is broad, and involves advising rescue financiers, noteholders, insolvency office holders (such as receivers and liquidators), corporates and special situation funds, whether in relation to debt restructuring or the acquisition or disposal of distressed assets.

Andrew also has extensive experience advising on private equity M&A, which includes advising on leveraged buy-outs, auction transactions, co-investments for major institutional investors and portfolio acquisitions or disposals. In particular, he has experience leading transactions involving the acquisition or disposal of entire portfolios of private equity / debt interests from a single seller.

In Asia, the geographic coverage of Andrew's experiences ranges from Hong Kong, Singapore, China, Australia, South Korea, Thailand, Indonesia, Vietnam, Malaysia, Taiwan to India.

EXPERIENCE

- Seconded into position of senior legal counsel and member of restructuring team at Clearwater Capital Partners. Responsibilities included drafting/reviewing/negotiating documentation for restructuring transactions, joint venture arrangements, credit and equity investments and disposals, downside planning for distressed investments and structuring of investments and fund platforms.
- Advised an Asian PE fund in respect of its acquisition of a portfolio of assets and the management team of a private equity fund based in Singapore.*
- Advised a major sovereign wealth fund on its disposal of more than 100 private equity fund interests in a series of secondary portfolio transactions.*
- Advised the liquidators of Lehman Brothers in relation to a disposal of shares in a company listed on AIM (Listco) in three transactions: (i) disposal of part of their shareholding to a joint venture partner (a major US private equity fund); (ii) a disposal of part of their shareholding into an underwritten offer undertaken during a relisting of the Listco on NASDAQ; and (iii) the disposal of the remainder of their shareholding following the relisting of the Listco on NASDAQ.*

CREDENTIALS

Education

University of Newcastle, Law LL.B.
(Hons)

Professional Qualifications

Solicitor of the Senior Courts of England and Wales

Solicitor of the High Court of Hong Kong

Languages

English



- Advised a major Indonesian coal producer in its negotiations with its creditors in respect of a \$1.8 billion debt for equity swap.
- Advised the Hong Kong branch of a major financial institution as Facility Agent and Security Agent in relation to (i) negotiations with an underlying private equity sponsor of defaulting borrowers and guarantors; (ii) the execution of a unique lending transaction within a receivership involving a significant bridging loan with offshore and onshore elements; and (iii) the negotiation and disposal of the underlying real estate assets through a receivership sale.*
- Advised a major financial institution as lender to a property development company in respect of a three stage acquisition, bridge financing and sale to a listed company of development land in China, including taking effective security in the PRC.*
- * indicates experience gained from a previous employer

PROFESSIONAL EXPERIENCE

Prior to joining DLA Piper, Andrew was a senior legal counsel at Clearwater Capital Partners, where he was seconded from another international law firm in Hong Kong.



Lucien D. White

Of Counsel

lucien.white@dlapiper.com

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Lucien White is a senior structured-finance professional with substantial experience designing and executing complex, bespoke structured finance and secured loan transactions involving numerous asset classes, including aircraft, rail cars, ships and other transportation equipment, whole loans, RMBS, CMBS, satellite transponders, high-yield bonds and tobacco fee settlements and escrow funds, in challenging, multi-party settings.

Lucien has represented lenders, borrowers, originators, credit enhancers and collateral managers in several billion dollars of US-based, offshore and cross-border transactions. He has substantial experience in financing transactions using Cayman Islands and Irish special-purpose vehicles.

EXPERIENCE

Representative Transportation Equipment Transactions

- Representation of sponsor in multi-equipment, tri-party leveraged lease transaction involving 38 separate transportation equipment pools
- Representation of a publicly-traded helicopter manufacturing and operating company in the leveraged acquisition of a privately-held helicopter company
- Representation of a commercial aircraft engine manufacturer in a US\$180 million tri-party aircraft engine purchase/financing transaction involving a major US airline and major European aircraft manufacturer
- Representation of the purchaser in a leveraged acquisition of several DC10-30CF aircraft
- Representation of the lender in the financing of the acquisition of a regional airline's fleet of aircraft
- Representation of a foreign air carrier in a series of Ex-Im Bank backed bank financed acquisitions with capital markets take outs
- Representation of an Italian bank in a SACE-backed financing of aircraft acquisitions

CREDENTIALS

Education

Columbia University School of Law (1984) J.D.

Princeton University (1981) B.S.E.

Admissions

New York



Representative Non-Transportation Equipment Transactions

- Representation of a top-tier investment bank in the sale of a US\$250,000,000+ pool of performing and non-performing first-lien residential mortgages
- Representation of multiple secondary-market residential mortgage loan purchasers in leveraged purchases of mid-sized pools of residential first- and second-lien mortgage loans, including one transaction involving the securitization of a pool via an off-shore entity
- Representation of the sponsor in a series of structured repackaging transactions involving RMBS, CMBS and other asset classes (with an initial issuance of US\$690 million) that elevated DLA Piper to the top ten in Asset-Backed Alert's League Tables for underwriter counsel of US ABS/MBS in 2008
- Representation of the originator in a US\$2.7 billion rated multi-party CDO/SIV hybrid that included US\$2.4 billion in pari passu RMBS repurchase facilities at the top of the capital structure with three major investment banks
- Representation of the sponsor in a US\$350 million rated real estate securitization in Dubai under a shari'a compliant structure, one of the first rated securitizations in the Middle East

PUBLICATIONS

- Co-author, "Residential Mortgage Covered Bonds in the US: Will They Ever Get Off the Ground?," *International Securitization & Finance Report*, Vol. 14, No. 2, January 31, 2011



Maris J. Kandestin

Of Counsel

maris.kandestin@dlapiper.com

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T: +1 302 468 5657 F: +1 302 691 4745

Maris J. Kandestin focuses her practice on financial restructuring.

Maris primarily represents publicly-held and privately-held multi-national companies in numerous industries (including manufacturing, oil and gas, retail, airline, pharmacology, real estate and healthcare) in their efforts to restructure. Maris also represents secured lenders, indenture trustees and unsecured creditors, among others, and advises clients in out-of-court restructurings.

PUBLICATIONS

- US Supreme Court confirms priority rules apply to a structured dismissal of a chapter 11 bankruptcy case, 21 Jun 2017

PRESENTATIONS AND SEMINARS

- Panelist, "Jevic: What Could it Mean," ABI Mid-Atlantic Conference, August 4, 2017

PROFESSIONAL EXPERIENCE

Prior to joining DLA Piper, Maris worked at firms in Wilmington and Philadelphia as a corporate bankruptcy and restructuring attorney. Maris also clerked for The Honorable Gloria M. Burns in the United States Bankruptcy Court for the District of New Jersey.

COURTS AND FORUMS

- United States District Court for the District of Delaware
- United States District Court for the Eastern District of Pennsylvania
- United States District Court for the District of New Jersey
- United States Court of Appeals for the Third Circuit

PROFESSIONAL MEMBERSHIPS

- American Bar Association
- American Bankruptcy Institute
- International Women's Insolvency and Restructuring Confederation

CREDENTIALS

Education

Dickinson School of Law of the Pennsylvania State University J.D.
Harvard University M.A.
Villanova University B.A.

Admissions

Delaware
New Jersey
New York
Pennsylvania

Languages
English
Russian
German
French



- Chair of the Board of Trustees for the Leukemia and Lymphoma Society
- Co-Chair of the Man and Woman of the Year Leadership Committee for the Leukemia and Lymphoma Society (2014-2017)
- Turnaround Management Association

RECOGNITIONS

- Maris was honored as the 2013 Woman of the Year by the Leukemia and Lymphoma Society.



No
Photo
Available

Katie Allison

Associate

katie.allison@dlapiper.com

444 West Lake Street, Suite 900, Chicago, Illinois, 60606-0089, United States

T: +1 312.368.2171 F: +1 312.251.2171

Katie joined the firm's corporate restructuring group from her previous firm, in which her primary focus was in M&A, securities transactions and compliance, as well as in other general corporate matters.

PROFESSIONAL EXPERIENCE

Prior to joining the firm, Katie was an associate in the corporate practice group at a large global law firm.

PRO BONO

Katie was a member of the Appellate Advocacy Center, Supreme Court Clinic and the Center on Wrongful Convictions, both in the Bluhm Legal Clinic at Northwestern Law. Since being in practice, she has worked on forming non-profit corporations, criminal appeals and wrongful convictions cases.

CREDENTIALS

Education

Northwestern University (2014) J.D.

cum laude, Development
Editor, *Northwestern University Law Review*

Purdue University (2008) B.A.
honors, Phi Beta Kappa

Admissions

Illinois



Adam C. Lanza

Associate

adam.lanza@dlapiper.com

1251 Avenue of the Americas, New York, New York, 10020-1104, United States

T: +1 212 335 4858 F: +1 917 778 8668

Adam Lanza focuses his practice in the area of restructuring.

PUBLICATIONS

- SDNY decision protects and clarifies investment banker compensation in bankruptcy, 14 Mar 2017
- Co-author, "[Recent SDNY Decision Protects, Clarifies Investment Banker Compensation in Bankruptcy](#)," *Bloomberg Law*, January 26, 2017

CLERKSHIPS

Prior to joining DLA Piper, Adam clerked for the Hon. Elizabeth S. Stong in the United States Bankruptcy Court for the Eastern District of New York.

CREDENTIALS

Education

St. John's University School of Law J.D.
Member, *American Bankruptcy Institute Law Review*

Trinity College B.A.

Admissions

New Jersey

New York

DLA PIPER LLP (US)

PARALEGAL

WILLIAM LEE COUNTRYMAN has been employed by DLA Piper LLP (US) since 2002 in the firm's restructuring group working as a paralegal to a chapter 7 trustee. Mr. Countryman has also assisted on complex chapter 11 cases where the firm represented debtors and creditors. Prior to his employment by DLA Piper, Mr. Countryman worked as a paralegal for a chapter 7 trustee and turnaround management specialist in Miami, Florida. Additionally, Mr. Countryman has background working as a bookkeeper and administrative assistant to trustee and receiver in several cases with the Department of Justice in South Florida, as well as over ten years in various positions within the banking industry.

EXHIBIT 2

DLA Piper Billing Rates

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2 **EXHIBIT 2**
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5 **DLA Piper Billing Rates**
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7 Professional	8 Position	9 Department and Office	10 Hourly Billing Rate
11 Lyons, John	12 Partner	13 Restructuring, Chicago	14 \$1,040.00
15 Payne, Andrew	16 Partner	17 Restructuring, Singapore	18 \$930.00
19 Itkin, Robbin	20 Partner	21 Restructuring, Los Angeles	22 \$950.00
23 White, Lucien D.	24 Of Counsel	25 Finance, New York	26 \$925.00
27 Kandestin, Maris J.	28 Of Counsel	29 Restructuring, New York	30 \$805.00
31 Allison, Katherine Jean	32 Associate	33 Restructuring, Chicago	34 \$575.00
35 Lanza, Adam C.	36 Associate	37 Restructuring, New York	38 \$565.00
39 Countryman, William Lee	40 Paralegal	41 Restructuring, Baltimore	42 \$335.00

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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
DLA Piper LLP (US)
2000 Avenue of the Stars, Suite 400 North Tower
Los Angeles, CA 90067-4704

A true and correct copy of the foregoing document entitled: *Chapter 11 Trustee's Application to Employ DLA Piper LLP (US) as Bankruptcy Counsel Pursuant to Section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014, Effective as of October 5, 2017; Declaration of John K. Lyons in Support Thereof* will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) October 5, 2017, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

John-Patrick M. Fritz	Zetta Jet USA, Inc.	jpf@lnbyb.com
John-Patrick M. Fritz	Zetta Jet PTE Ltd.	jpf@lnbyb.com
Juliet Y. Oh	Zetta Jet USA, Inc.	jyo@lnbyb.com
Ron Bender	Zetta Jet PTE Ltd.	rb@lnbyb.com
Ron Bender	Zetta Jet USA, Inc.	rb@lnbyb.com
Jeanne M. Jorgensen	Universal Weather & Aviation	jjorgensen@pj-law.com
Jeanne M. Jorgensen	Universal Fuels, Inc.	jjorgensen@pj-law.com
Dawn M. Coulson	Scout Aviation II, LLC	dcoulson@eppscoulson.com
Dawn M. Coulson	Epps & Coulson	dcoulson@eppscoulson.com
William W. Huckins	Ample United Limited	whuckins@allenmatkins.com
Thor D. McLaughlin	Ample United Limited	tmclaughlin@allenmatkins.com
Michael S. Greger	Ample United Limited	mgreger@allenmatkins.com
Matthew S. Walker	Bombardier Aerospace	matthew.walker@pillsburylaw.com
Alan I. Nahmias	NEF Request	anahmias@mbnlawyers.com
Mary H. Rose	NEF Request	mrose@buchalter.com
Michael D. Breslauer	Big Fly LLC	mbreslauer@swsslaw.com
Stephen F. Biegenzahn	NEF Request	sbiegenzahn@mbnlawyers.com
David W. Meadows	NEF Request	david@davidwmeadowslaw.com
Andrew Troop	Bombardier Aerospace	andrew.troop@pillsburylaw.com
Dare Law	U.S. Trustee	dare.law@usdoj.gov
Michael L. Bernstein	Li Entities	michael.bernstein@apks.com
Charles A. Malloy	Li Entities	charles.malloy@apks.com
Lisa Hill Fenning	Li Entities	lisa.fenning@apks.com
Tiffany M. Ikeda	Li Entities	tiffany.ikeda@apks.com
Michael B. Lubic	New Target Investments	michael.lubic@klgates.com
Victor A. Vilaplana	ARINC Direct, LLC	vavilaplana@foley.com
Jeffrey N. Pomerantz	Creditor Committee	jpomerantz@pszjlaw.com
Debra I. Grassgreen	Creditor Committee	dgrassgreen@pszjlaw.com
John W. Lucas	Creditor Committee	jlucas@pszjlaw.com
Paul Laurin	Rolls-Royce Deutschland	paul.laurin@btlaw.com
Michael A. Sweet	Associated Energy Group	msweet@foxrothschild.com
Michael K. McCrory	NEF Request	mmccrory@btlaw.com
Jonathan Sundheimer	NEF Request	jsundheimer@btlaw.com
David M. Guess	Festin Management Corp.	dguess@ktbslaw.com
Julian I. Gurule	Festin Management Corp.	jgurule@dtbslaw.com

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On October 25, 2017, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on October 25, 2017, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

VIA HAND DELIVERY

Honorable Sandra R. Klein
United States Bankruptcy Court
for the Central District of California
255 East Temple Street, Suite 1582
Los Angeles, California 90012

Dare Law
Office of the United States Trustee
915 Wilshire Boulevard, Suite 1850
Los Angeles, CA 90017

VIA ELECTRONIC MAIL

(Party, who is being served if different, and email address for each)

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

October 25, 2017 William L. Countryman, Jr.

Date Printed Name

/s/ William L. Countryman, Jr.

Signature

United States Mail Services List

<u>Secured Creditors</u>	
Hongkong & Shanghai Banking Corp Ltd Robinson Road Post Office Box 896 901746 SINGAPORE	Element Financial Corp 181 Bay Street, Suite 2830 Toronto, Ontario M5J 2T3 CANADA
Element Aviation, Inc. 181 Bay Street, Suite 2830 Toronto, Ontario M5J 2T3 CANADA	Stephen G. Larson Larson O'Brien LLP 555 South Flower Street Suite 4400 Los Angeles, California 90071
Bank Direct Capital Finance 150 North Field Drive Suite 190 Lake Forest, Illinois 60045	
<u>Aircraft Finance and Aircraft Lease Parties</u>	
CAVIC Aviation Leasing (Ireland) 22 Co. Design Activity Company 2 Grand Canal Square Grand Canal Harbour Dublin 2 IRELAND	Advanced Air Management Inc. 10676 Sherman Way Burbank, California 91505
SN 1360, LLC 2808 Northeast First Avenue Wilton Manors, Florida 33334	SN 1372, LLC 2808 Northeast First Avenue Wilton Manors, Florida 33334
Scout Aviation II, LLC Trafalgar Court, Second Floor East Wing Admiral Park, Saint Peter Port Guernsey GY1 3EL GUERNSEY	Zetta Jet Pte. Ltd. 700 West Camp Road 04-10, JTC Aviation One Singapore, 797649 SINGAPORE
AVIC International Leasing Co., Ltd. No 1261, Nanquan Road Free Trade Experimental Zone Shanghai CHINA	Credit Suisse Ag Paradeplatz 8 Zurich, 8001 SWITZERLAND

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Argus Marine Ventures Ltd c/o Stephen G. Larson Larson O'Brien LLP 555 South Flower Street Suite 4400 Los Angeles, California 90071	PTJ Associates LLC 1738 Camino Lindo South Pasadena, California 91030
ECN Aviation Inc. (f/k/a Element Aviation Inc.) 181 Bay Street, Suite 2830 Toronto, Ontario M5J 2T3 CANADA	Element Financial Corp 181 Bay Street, Suite 2830 Toronto, Ontario M5J 2T3 CANADA
TVPX ARS, Inc. 2352 Main Street Suite 201 Concord, Massachusetts 07142	

<u>Creditors' Committee by Electronic Mail</u>	
Associated Energy Group, LLC Email: cclementi@aegfuels.com	Festin Management Corp. Email: jimt@jimmyjets.net
Festin Management Corp. c/o David M. Guess & Julian I. Gurule, Esquires Email: dguess@ktbslaw.com; jgurule@ktbslaw.com	Scout Aviation II, LLC c/o Dawn M. Coulson, Esquire Email: dcoulson@eppscoulson.com
Victor Pena Email: vpena@aegfuels.com	Gabriel Courey Email: gcourey@eppscoulson.com
Michael A. Sweet Email: msweet@foxrothchild.com	Jeffrey N. Pomerantz Email: jpomerantz@pszjlaw.com
Debra I. Grassgreen dgrassgreen@pszjlaw.com	John W. Lucas jlucas@pszjlaw.com

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

<u>Requests for Service by Electronic Mail</u>	
Attorneys for the Debtors John-Patrick M. Fritz jpf@lnbyb.com Juliet Y. Oh jyo@lnbyb.com Ron Bender rb@lnbyb.com	Attorney for Universal Weather & Aviation and Universal Fuels, Inc. Jeanne M. Jorgensen jjorgensen@pjlaw.com
Attorney for Scout Aviation II, LLC and Epps & Coulson Dawn M. Coulson dcoulson@eppscoulson.com	Attorneys for Ample United Limited William W. Huckins whuckins@allenmatkins.com Thor D. McLaughlin tmclaughlin@allenmatkins.com Michael s. Greger mgreger@allenmatkins.com
Attorney for Bombardier Aerospace Matthew S. Walker Matthew.walker@pillsburylaw.com Andrew Troop Andrew.troop@pillsburylaw.com	Attorney for Big Fly LLC Michael D. Breslauer mbreslauer@sesslaw.com
United States Trustee Dare Law Dare.law@usdoj.gov	Attorney for the Li Entities Michael L. Bernstein michael.bernstein@apks.com Charles A. Malloy charles.malloy@apks.com Lisa Hill Fenning lisa.fenning@apks.com Tiffany M. Ikeda tiffany.ikeda@apks.com

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Attorney for New Target Investments Michael B. Lubic Michael.lubic@klgates.com	ARINC Direct, LLC Victor A. Vilaplana vavilaplana@foley.com Erika L. Morabito emorabito@foley.com Brittany J. Nelson bnelson@foley.com
Attorney for Rolls-Royce Deutschland Paul Laurin paul.laurin@btlaw.com	Jet Aviation Sarah R. Borders sborders@kslaw.com
Bank of Utah, Owner / Trustee cschulthies@bankofutah.com	Corporate Jet Support, Inc. jwhelan@corpjetsupport.com
Export Development Canada support@edc.ca	TVPX ARS Inc. David Wall dwall@tvpx.com
Universal Weather and Aviation, Inc., Universal Fuels, Inc. and UVAir European Fuelling Svcs Ltd Amen Fung afung@univ-wea.com	Bombardier (Learjet Inc.) Martin Bruyere martin.bruyere@aero.bombardier.com
CAE Simuflite, Inc. Benoit Rocheleau benoit.rocheleau@cae.com	Hongkong & Shanghai Banking Corp Ltd Ashlyn Lim ashlynlim@hsbc.com.sg
Attorneys for Associated Energy Group, LLC (AEG Fuel) Michael S. Sweet msweet@foxrothschild.com Jack Praetzellis jpraetzellis@foxrothschild.com	Hanergy (Yoda Aviation) John Zhang zhangbin@hanergy.com
Corporate Jet Support Whitne Keenan wkeenan@corpjetsupport.com	Eurocontrol Nancy Coveliers nancy.coveliers@eurocontrol.int

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

Tongda Air Service tongda@tdas-intl.com	WEX Bank Kiran Patel kiran.patel@wexinc.com
Jeppesen Sanderson, Inc. Doris Fuller Doris.fuller@jeppesen.com	Jet Support Services (JSSI) Richard Schumacher rschumacher@jetsupport.com
SN 1360m LLC Jimmy Jets jimt@jimmyjets.net	Attorneys for Festin Management Corp. David M. Guess dguess@ktbslaw.com Julian I. Gurule jgurule@ktbslaw.com
Scout Aviation II LLC Michael Allen michael@allenconsult.co.uk Ian Clarke ian.clarke@artemisci.com Alison Allez alison.allez@artemisci.com	Associated Energy Group, LLC (AEG Fuel) Victor Pena vpena@aegfuels.com

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.